

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*

Debtors.

Chapter 11

No. 18-23538 (RDD)

(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure of the transfer, other than for security, of the claim referenced in this evidence and notice.

Whitebox Multi-Strategy Partners, LP

Name of Transferee

Phone: (612) 253-6061

Last Four Digits of Acct #: N/A

PeopleShare LLC

Name of Transferor

Phone: (610) 489-1400

Last Four Digits of Acct #: N/A

Name and Address where notices and payments to transferee should be sent:

Claim No: 4547 (Sears Holdings Management Corporation) (18-23553)

Whitebox Multi-Strategy Partners, LP

3033 Excelsior Blvd, Ste 300

Minneapolis, MN 55416

Date Filed: November 9, 2018

Total Amount of Claim: \$643,704.43 (which includes \$551,208.41 of Priority and \$92,496.02 of 503(b)(9) Admin. Priority)

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
Trar EFEC8083E25748B...

Date: December 13, 2018

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court Southern District of New York

AND TO: Sears Holdings Corporation, *et al.* (collectively, "Debtors"); Case No. 18-23538 (RDD), Jointly Administered

Claim No. Claim No: 4547 (Sears Holdings Management Corporation) (18-23553)

Bankruptcy Case: In re Sears Holdings Corporation, *et al.*, Case No. 18-23538 (RDD), Jointly Administered

PeopleShare LLC, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

WHITEBOX MULTI-STRATEGY PARTNERS LP

3033 Excelsior Blvd, Ste 300

Minneapolis, MN 55416

Attn: Scott Specken

its successors and assigns ("Buyer"), all rights, title and interest in and to the proof of claim number 4547 of Seller in the principal amount of \$643,704.43 (which includes \$551,208.41 of Priority and \$92,496.02 of 503(b)(9) Admin. Priority) (the "Claim") against Debtors in the United States Bankruptcy Court, or any other court with jurisdiction over the Debtors' Bankruptcy Case.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing Buyer as the sole owner and holder of the Claim.

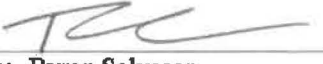
Buyer does not assume and shall not be responsible for any obligations or liabilities of the Seller related to or in connection with the Claim or the Bankruptcy Case. You are hereby directed to make all and future payments and distributions free and clear of all setoffs and deductions, and to give all notices and other communications, in respect of the Claim to Buyer.

[Signature Page Follows]

IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Transfer of Claim as of December 13, 2018.

Seller:

PEOPLESARE LLC

By: 
Name: Byron Solvason
Title: CFO

Buyer:

WHITEBOX MULTI-STRATEGY PARTNERS, LP

By: 
Name: Mark Streffling
Title: Partner & CEO